

W.R. Grace & Co. et al.  
District of Delaware, Bankruptcy Case No. 01-01139

Exhibit A

Debtor:	Settling Parties:	Description of Settlement
W. R. Grace & Co. ("Grace")	Mentor Insurance Co (UK) Ltd (in liquidation) ("Mentor") and Grace	<p>Mentor was an excess insurance carrier for Grace. Mentor is in insolvency proceedings under the laws of the United Kingdom. Grace has an allowed claim against Mentor in the amount of £378,235.04. Mentor has paid its creditors a total dividend equal to 33% of their claims, but through a clerical error Grace received an overpayment of £75,647.01.</p> <p>Mentor anticipates making an additional dividend payment to its creditors of 10.0% on their claims. Grace would then be entitled to receive an additional £37,823.51 on account of its claim in the Mentor liquidation proceedings. Mentor seeks to partially offset the expected dividend to Grace against the £75,647.01 overpayment.</p> <p>By this settlement, Mentor shall be permitted to offset the anticipated £37,823.51 dividend against the £75,647.01 overpayment. Additionally, Mentor shall be permitted an allowed unsecured, pre-petition, non-priority claim in the amount of \$77,152.39 ("Mentor's Claim") against the Debtors' chapter 11 estates. This is the equivalent of the remaining £37,823.51 overpayment converted into U.S. currency at the exchange rate of \$2.0398 per British Pound in effect on October 3, 2007.</p> <p>The parties further agree that if:</p> <p>(a)(1) the dividend amount paid to the Mentor estate is greater than 10.0%; or</p> <p>(2) any further dividends are paid by or on behalf of Mentor; and (b) Mentor's Claim has not been paid by Grace, Mentor may offset such further dividends (in United States currency at the exchange rate in effect as of the date that such dividend would have been issued) against the unpaid amount of Mentor's Claim up to the overpayment</p>

		<p>amount.</p> <p>Mentor shall notify Grace and the Claims Agent of the amount of any additional offsets and Mentor's Claim shall be reduced by the amount of any such offsets. Mentor shall not be entitled to pre-petition or post-petition interest on Mentor's Claim with respect to any period prior to the effective date of a confirmed chapter 11 plan or plans with respect to the Debtors.</p> <p>Mentor shall be barred from asserting any additional pre-petition or post-petition claims against the Debtors with respect to the matters covered by this settlement.</p>
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